

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) **Chapter 11**
W. R. GRACE & CO., et al.)
Debtors.) **Case No. 01-1139 (JKF)**
)
) **(Jointly Administered)**
)
) **Related Dkt. Nos. 26106, 26168, 26193, 26286, 26320**
)

**DEBTORS', OFFICIAL COMMITTEE OF ASBESTOS PERSONAL INJURY
CLAIMANTS', AND ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE'S
JOINT COUNTER DESIGNATION OF RECORD ON APPEAL FROM
ORDER APPROVING SETTLEMENT AGREEMENT BETWEEN
W. R. GRACE & CO. AND THE CNA COMPANIES**

W. R. Grace & Co., *et al.*, the above-captioned debtors and debtors in possession, the Official Committee of Asbestos Personal Injury Claimants, and the Asbestos PI Future Claimants' Representative (collectively, the "Appellees") submit this joint counter designation of additional items to be included in the record on appeal of the Bankruptcy Court's Order Pursuant to Sections 105, 363, 1107, and 1108 of the Bankruptcy Code and Rules 2002, 6004, 9014, and 9019 of the Federal Rules of Bankruptcy Procedure Approving the Settlement Agreement Between W.R. Grace & Co. and the CNA Companies, dated January 22, 2011 (Dkt. No. 26106), which appeals have been noticed by BNSF Railway Company and the Libby Claimants (Dkt. Nos. 26168, 26193) (collectively, the "Appellants").

In addition to those items designated by the Appellants (Dkt. Nos. 26286, 26320) and by any other party, the Appellees designate the following additional items¹ to be included in the record on appeal:

¹ Unless otherwise indicated, the designation of each item by the Appellees herein includes any exhibits and/or attachments filed together with that item under the same docket number. The designation also includes the sealed version of any document that was filed under seal.

	Docket Date	Docket Number	Document Name
1	7/10/2009	22397	Libby Claimants' Objection to Debtors' Motion to Approve Settlement with Royal Parties
2	7/13/2009	22411	Objection of BNSF Railway Company to the Motion for an Order Approving Settlement Agreement and Mutual Release with The Royal Parties (Document Filed Under Seal)
3	7/31/2009	22674	Transcript regarding Hearing Held 7/27/2009
4	8/7/2009	22731	Plan Proponents' Phase II Trial Brief in Response to Confirmation Objections of the Libby Claimants
5	8/7/2009	22733	Plan Proponents' Main Brief in Support of Plan Confirmation
6	9/4/2009	23177	Notice of First Set of Modifications to Joint Plan of Reorganization
7	10/12/2009	23474	Notice of Second Set of Modifications to Joint Plan of Reorganization
8	10/20/2009	23531	Amended Transcript regarding Hearing Held 9/16/2009
9	10/27/2009	23569	Amended Transcript regarding Hearing Held 9/11/2009
10	11/2/2009	23659	Plan Proponents' Phase II Post-Trial Brief in Response to Confirmation Objections of the Libby Claimants
11	11/3/2009	23662	Plan Proponents' Main Post-Trial Brief in Support of Confirmation of Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code
12	11/20/2009	23824	Plan Proponents' Response to Libby Claimants' Post-Trial Brief

13	11/20/2009	23833	Plan Proponents' Main Post-Trial Response Brief in Support of Confirmation of the Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code
14	1/22/2010	24181	Transcript regarding Hearing Held 1/5/2010
15	2/21/2011	26368	<p>The following exhibits attached to the Notice of Submission of Conformed Joint Plan of Reorganization as of December 23, 2010:</p> <ul style="list-style-type: none">- Exhibit A to Notice (First Amended Joint Plan of Reorganization)- Exhibit 4 to Plan (Asbestos PI Trust Distribution Procedures)- Exhibit 5 to Plan (Schedule of Settled Asbestos Insurance Companies Entitled to 524(g) Protection)

Dated: March 1, 2011

Respectfully submitted,

KIRKLAND & ELLIS LLP

John Donley

Lisa G. Esayian

Adam Paul

300 N. LaSalle Street

Chicago, IL 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Deanna D. Boll

601 Lexington Avenue

New York, NY 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

BAER HIGGINS FRUCHTMAN LLC

Janet S. Baer, P.C.

111 East Wacker Drive, Suite 2800

Chicago, IL 60602-4022

Telephone: (312) 836-4022

Facsimile: (312) 577-0737

and

/s/ James E. O'Neill

PACHULSKI STANG ZIEHL & JONES LLP
Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Kathleen P. Makowski (Bar No. 3648)
Timothy Cairns (Bar No. 4228)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705
(Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Counsel for the Debtors and Debtors in Possession

CAMPBELL & LEVINE, LLC

/s/ Mark T. Hurford

Mark T. Hurford (Bar No. 3299)
800 N. King Street, Suite 300
Wilmington, DE 19801
Telephone: (302) 426-1900
Facsimile: (302) 426-9947

and

CAPLIN & DRYSDALE, CHARTERED
Elihu Inselbuch
375 Park Avenue, 35th Floor
New York, NY 10152-3500
Telephone: (212) 319-7125
Facsimile: (212) 644-6755

Peter Van N. Lockwood
One Thomas Circle, N.W.
Washington, DC 20005
Telephone: (202) 862-5000
Facsimile: (202) 429-3301

*Counsel for the Official Committee
of Asbestos Personal Injury Claimants*

PHILLIPS, GOLDMAN & SPENCE, P.A.

/s/ John C. Phillips

John C. Phillips (Bar No. 110)
1200 North Broom Street
Wilmington, DE 19806
Telephone: (302) 655-4200
Facsimile: (302) 655-4210

and

ORRICK, HERRINGTON & SUTCLIFFE LLP
Roger Frankel
Richard H. Wyron
Debra L. Felder
1152 15th Street, NW
Washington, DC 20005
Telephone: (202) 339-8400
Facsimile: (202) 339-8500

*Counsel for David T. Austern,
Asbestos PI Future Claimants' Representative*